

EXHIBIT 3

**ORGANIZATIONAL MEETING OF MANAGER AND MEMBER OF
WINDSOR HOLDINGS, LLC
A CALIFORNIA LIMITED LIABILITY COMPANY
ADOPTED BY UNANIMOUS WRITTEN CONSENT
OF THE MANAGER AND MEMBER**

The undersigned, being the Manager and original Member of WINDSOR HOLDINGS, LLC ("Company"), a limited liability company organized under the laws of the State of California, consent to and adopt the following resolutions as the action of the Company in lieu of a formal or organizational meeting, as permitted in the California Limited Liability Company Act and Section 13.4 of the Operating Agreement adopted under this Consent.

1. ARTICLES OF ORGANIZATION

WHEREAS, the original Articles of Organization were filed in the Office of the California Secretary of State on or about July 17, 2001.

RESOLVED, that a copy of the Articles of Organization of this Company, as certified by the California Secretary of State, be inserted in the Minute Book of this Company.

2. OPERATING AGREEMENT

WHEREAS, the Member has been presented with a proposed Operating Agreement, attached to this Certificate as Exhibit "A" and incorporated in this Certificate by this reference.

RESOLVED, that the Operating Agreement attached to this Certificate as Exhibit "A" is adopted as the Operating Agreement of this Company and the Secretary of the Company is ordered to certify a copy of such Operating Agreement and insert the document in the Minute Book of the Company.

RESOLVED FURTHER, that the sales of limited liability company interests (the "LLC Interests") to the Members as set forth in the Operating Agreement are hereby approved.

RESOLVED FURTHER, that the Manager of the Company are authorized, empowered and directed to take all actions that may be necessary and proper for this Company to issue and sell LLC Interests to the persons named in the Operating Agreement, in accordance with applicable laws, and that those actions shall include, where necessary:

- a. Filing with the California Commissioner of Corporations an appropriate notice under the National Securities Market Improvement Act of 1996 or Section 25102(f) of the California Corporations Code, or obtaining qualification of the

- offer and sale of such LLC Interests from the California Commissioner of Corporations;
- b. Doing all acts that may be necessary under the federal securities laws and the securities laws of any other state, including, if advised by legal counsel, preparing, verifying and filing or causing to be prepared, verified and filed on behalf of the corporation, with the Securities and Exchange Commission, the requisite number of copies of a Notice of Sales of Securities (Form D) not later than fifteen (15) days after the sale and issuance of the LLC Interests and at such other times as are required by Rule 503 of Regulation D in order to establish the applicability of one of the exemptions provided by Regulation D for such sale and issuance; and
 - c. Doing all acts necessary to expedite these transactions or conform them, or any of them, to the requirements of any applicable law, ruling or regulation.

RESOLVED FURTHER, that the Managers are further instructed to maintain a certified copy of such Operating Agreement in the principal office of the Company in California open for inspection and copy by the Members at all reasonable times during office hours.

3. ELECTION OF OFFICERS

WHEREAS, the Operating Agreement permits the Company to elect officers.

RESOLVED, that the Managers hereby elect the following persons as officers of the Company, to serve until the Managers select new officers, subject to the terms and conditions of the Agreement:

President	David Kaye
Managing Member	David Kaye

4. CERTIFICATES OF LLC INTEREST

WHEREAS, the Member has been presented with a proposed form of Certificate of LLC Interest to be used by the Company for its LLC Interests, in the form attached to this Certificate as Exhibit "B" and incorporated in this Certificate by this reference.

RESOLVED, that the Certificate of LLC Interest representing LLC Interests in this Company be in substantially the same form as the form of Certificate of LLC Interest attached to this Certificate as Exhibit "B" and that each such Certificate of LLC Interest shall bear the name of this Company, the Participation Percentages represented thereby, the name of the owner of such Participation Percentages and the date such Certificate of LLC Interest was issued;

RESOLVED FURTHER, that the Certificates of LLC Interest shall bear an appropriate transfer restriction legend consistent with the provisions of the Operating Agreement of the Company;

RESOLVED FURTHER, that such Certificates of LLC Interest shall be signed by the Managers of the Company; and

RESOLVED FURTHER, that the Secretary is instructed to insert a blank Certificate of LLC Interest as a specimen in the Company Minute Book immediately following these minutes.

5. COMPANY RECORDS

WHEREAS, the Member desires to have a minute book maintained for the purpose of collecting and having all of the important documents of the Company readily available.

RESOLVED, that the Company shall maintain as part of its records a Company Minute Book, which shall include the Articles of Organization and any amendments thereto, and the Operating Agreement and any amendments thereto, the minutes of all meetings (or consents in lieu of meetings) of the Managers and Members of the Company and all other important Company documents.

6. PRINCIPAL OFFICE IN CALIFORNIA

RESOLVED, the principal office of this Company is as follows:

17555 Ventura Boulevard
Suite 200
Encino, California 91316

7. AGENT FOR SERVICE OF PROCESS IN STATE OF CALIFORNIA

RESOLVED, that the Company's initial agent for service of process in the State of California, and such person's address, shall be as follows:

David Kaye
17555 Ventura Boulevard
Suite 200
Encino, California 91316

8. BANK RESOLUTIONS

RESOLVED, that the Managers of this Company are hereby authorized to do the following acts:

- a. To designate one or more banks, trust companies, or other similar institutions as depositories of the funds, including without limitation, cash and cash equivalents of this Company;
- b. To open, keep and close general and special bank accounts, including general deposit accounts, payroll accounts and working fund accounts with any such depository;

- c. To cause to be deposited in such accounts with any such depository, from time to time, such funds, including without limitations, cash and cash equivalents of this Company as the Managers deem necessary or advisable, and to designate or change the designation of the Managers, officer or officers and agent or agents of this Company who would be authorized to make such deposits and to endorse checks, drafts or other instruments for such deposits;
- d. From time to time to designate or change the designation of the Managers, officer or officers and agent or agents of this Company who will be authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of this Company against any funds deposited in any of such accounts, and to revoke any such designation;
- e. To make such general and special rules and regulations with respect to such accounts as the Managers may deem necessary or advisable; and
- f. To complete, execute and/or certify any customary printed blank signature card forms in order to conveniently exercise the authority granted by this resolution, and any resolutions printed thereon shall be deemed adopted as a part hereof.

RESOLVED FURTHER, that either Manager by his signature alone has the power to execute checks, drafts, and other negotiable instruments on behalf of the Company.

RESOLVED FURTHER, that all form resolutions required by any such depository as presented to and considered by the Managers prior to the execution of this Certificate are hereby adopted in such forms utilized by the depository, and the Secretary of this Company is hereby authorized to certify such resolutions as having been adopted by the Members and is directed to insert the forms of such resolutions in the Company Minute Book along with this Certificate; and

RESOLVED FURTHER, that any such depository to which a copy of these resolutions, certified by the Managers of this Company, shall have been delivered shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of these resolutions by the Managers of this Company.

9. PAYMENT OF EXPENSES OF ORGANIZATION

RESOLVED, that the Managers of this Company are authorized and directed to cause this Company to pay the expenses of its organization, and to reimburse the persons advancing funds to the Company.

10. FEDERAL TAX IDENTIFICATION NUMBER

RESOLVED, that the Managers are hereby authorized and directed to complete, execute and file or to have completed, executed and filed the "Application For Employer Identification Number" [Federal Form SS-4].

11. APPOINTMENT OF TAX MATTERS PARTNER

RESOLVED, that David Kaye is appointed as "Tax Matters Partner."

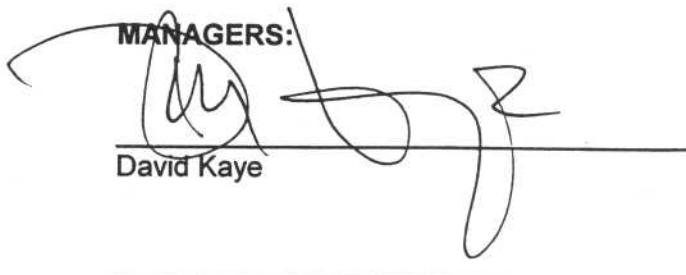
12. OTHER NECESSARY ACTS

RESOLVED, that the Manager of this Company are authorized and directed to make such filings and applications and to execute and deliver such documents and instruments and to do such acts and to obtain such licenses, authorizations, and permits as are necessary or desirable for the Company's business, to fulfill such legal requirements as are applicable to this Company or its business, or to complete the organization of this Company or its qualification to do business where it does or desires to do business, or to take any other action necessary or advisable to carry out the purposes of this resolution.

This Unanimous Written Consent of the Manager and Member may be executed by the Member and the Managers in any number of counterparts, all of which when executed and delivered shall have the force and effect of an original, and shall be effective as of the date of the Articles of Organization.

MANAGERS:

David Kaye



MEMBER:

David Kaye

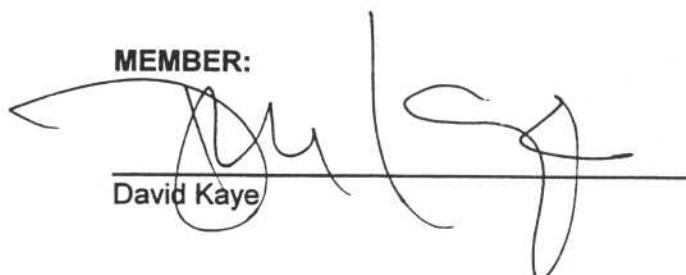


EXHIBIT 4

**RESOLUTIONS OF MANAGER AND ORIGINAL MEMBER OF
WINDSOR HOLDINGS, LLC
A CALIFORNIA LIMITED LIABILITY COMPANY
ADOPTED BY UNANIMOUS WRITTEN CONSENT
OF THE MANAGER AND ORIGINAL MEMBER**

The undersigned, being the Manager and Original Member of Windsor Holdings, LLC ("Company"), a limited liability company organized under the laws of the State of California, consent to and adopt the following resolutions as the action of the Company in lieu of a formal, as permitted in the California Limited Liability Company Act and Section 13.4 of the Operating Agreement adopted under this Consent.

ADMISSION OF NEW MEMBER

WHEREAS, Mr. James R. Harkess has contributed \$100 to the Company in order to purchase 100 shares of the limited liability interests of the Company, effective November 21, 2002.

RESOLVED, that Mr. James R. Harkess is hereby admitted as a Member of the Company, effective November 21, 2002, and will own 100% of the Members' total Participation Percentages upon withdrawal of the Original Member from the Company.

WITHDRAWAL OF ORIGINAL MEMBER

WHEREAS, Section 1.18 of the Company's Operating Agreement, a copy of which is attached to these resolutions as Exhibit A, states that the Original Member of the Company will withdraw from the Company upon admission of the first Member of the Company.

RESOLVED, that Mr. David Kaye, the Original Member of the Company, hereby withdraws as a Member of the Company, effective November 21, 2002.

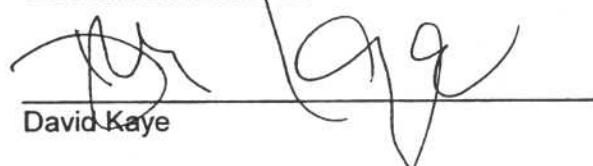
This Unanimous Written Consent of the Manager and Original Member may be executed by the Member and the Original Manager in any number of counterparts, all of which when executed and delivered shall have the force and effect of an original, and shall be effective as of November 21, 2002.

MANAGER:



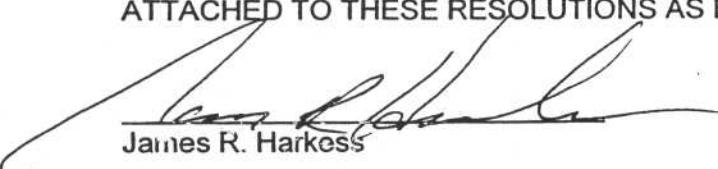
David Kaye

ORIGINAL MEMBER:



David Kaye

AGREED AND ACKNOWLEDGED AS TO ADMISSION
AS A MEMBER AND ADOPTION OF OPERATING AGREEMENT
ATTACHED TO THESE RESOLUTIONS AS EXHIBIT A:



James R. Harkess

EXHIBIT 5

